Stock		Number of Shares	Classification
Shares to be transferred	T27.	See Section II.C	T28. See Section II.C
Shares issued and outstanding	T29.	See Section II.C	T30. See Section II.C
Shares authorized	T31.	See Section II.C	T32. See Section II.C

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D	T34. Voice	T34. Voice Telephone Number		
New Shareholders of Arch Communications Group, Inc.	(508) 8	(508) 898-0962		
T35. Assumed Name Used for Doing Business (if any)	T36. Fax Telephone Number			
1800 West Park Drive, Suite 250	(508) 898-1953			
T37. Mailing Street Address or P.O. Box				
T38. City	T39. State	T40. Zip Code		
Westborough	MA	01581		

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee			T42. Voice Telephone Number			
The Beeper Company of America, Inc.			(508) 870-6700			
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Te	T44. Fax Telephone Number			
		(508) 8	370-2760			
T45. Mailing Street Address or P.O. Box						
1800 West Park Drive, Suite 250						
T46. City		T47. State	T48. Zip Code			
Westborough		MA	01581			
T49. Taxpayer Identification Number	T50. Internet or e	-mail address				
58-1735506						

T51.	Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T52.	Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Y</u> es	<u>N</u> o
T53.	Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T54.	Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Y</u> es	<u>N</u> o
T55.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	У́еs	<u>N</u> o

BASIC QUALIFICATIONS

	DASIC QUALIFICATIV	ON2				
T56.	Has the assignor or transferor, assignee or transferee, or any party to this application had license or construction permit revoked or had any application for an initial, modificat	•	(N)	<u>Y</u> es	<u>N</u> o
	authorization, license, construction permit denied by the Commission?	Se	ee i	Secti	ion II	. B
T57.	Has the assignor or transferor, assignee or transferee, or any party to this application, c controlling the assignor or transferor, assignee or transferee, or any party to this application by any state or federal court?	,, ,	(N	.)	<u>Y</u> es	<u>N</u> o
T58.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communicatic control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any ott competition?	or any party to this application, on, directly or indirectly, through	(N	.)	<u>Y</u> es	<u>N</u> o
T59.	Is the assignor or transferor, assignee or transferee, or any party to this application, or a controlling the assignor or transferor, assignee or transferee, or any party to this applipending matter referred to in the preceding two items?		(N)	<u>Y</u> es	<u>N</u> o
	ASSIGNOR OR TRANSFEROR O	CERTIFICATION				
and hei bei pos	e ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned until the consent of the Federal Communications Commission has been given; that reof and are incorporated herein as if set out in full in this application; that neither nefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Assession or distribution of a controlled substance and that all statements made in the or her knowledge and belief.	t all exhibits attached or refere r the assignor or transferor is ct of 1988, 21 U.S.C. Section 86	nced l subje 32, be	herein au ect to a c cause of	re a materi lenial of F a convicti	al part ederal on for
T60.	Typed Name of Person Signing	T61. Title Executive Vice Pre	sid	ent,		

ASSIGNÉE OR TRANSFEREE CERTIFICATION

Technology and Regulatory Affairs

T63. Date

AUG 2 6 1998

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) $(^{C})$ Individual	<u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>
T65. Typed Name of Person Signing	T66. Title
Paul H. Kuzia	Executive Vice President, Technology and Regulatory Affairs
T67. Signature	T68. Date AUG 2 6 1998
Cint IX Sugar	

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Paul H. Kuzia

T62. Signature

THE BEEPER COMPANY OF AMERICA, INC.

In response to Items T22 - T26, The Beeper Company of America, Inc. submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

CALL SIGN	RADIO SERVICE	CODE	PART
KAF636	Paging and Radiotelephone Service	CD	22
KAF648	Paging and Radiotelephone Service	CD	22
KKV690	Paging and Radiotelephone Service	CD	22
KNKB622	Paging and Radiotelephone Service	CD	22
KNKB876	Paging and Radiotelephone Service	CD	22
KNKC219	Paging and Radiotelephone Service	CD	22
KNKC343	Paging and Radiotelephone Service	CD	22
KNKC418	Paging and Radiotelephone Service	CD	22
KNKD501	Paging and Radiotelephone Service	CD	22
KNKG538	Paging and Radiotelephone Service	CD	22
KWU357	Paging and Radiotelephone Service	CD	22
KWU359	Paging and Radiotelephone Service	CD	22
KWU404	Paging and Radiotelephone Service	CD	22
KWU478	Paging and Radiotelephone Service	CD	22

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3060-0319 Est. Avg. Burden Hours Per Response: 3 Hrs.

FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code (b) Fee Multiple		(c) Fe	e Due for Fee Type Code in	(a) (d) Total Amount (Due FCC Use Only		
See	Asso	ciated	FCC	Form	159	\$	

ASSIGNOR OR TRANSFEROR

ASSIGNOR OR TRANSPEROR								
T1. Name of Assignor or Transferor	T2. Voice Te	elephone Number						
Existing Shareholders of Arch Communications Group, Inc.	(508) 870~6700							
T3. Assumed Name Used for Doing Business (if any)	T4. Fax Tele	ephone Number						
	(508) 8	398-1953						
T5. Mailing Street Address or P.O. Box								
1800 West Park Drive, Suite 250								
T6. City	T7. State	T8. Zip Code						
Westborough	MA	01581						
T9. Name of Contact Representative (if other than Assignor or Transferor)	T10. Voice T	elephone Number						
Kathryn Zachem, Esq.	(202) 783-4141							
T11. Firm or Company Name	T12. Fax Tel	ephone Number						
Wilkinson, Barker, Knauer & Quinn, LLP	(202) 783-5851							
T13. Mailing Street Address or P.O. Box								
2300 N Street, N.W., Suite 700								
T14. City	T15. State	T16. Zip Code						
Washington	DC	20037						

T17.	This application requests (T) <u>A</u> ssignment of authorization	Consent to Transfer of Control of Licensee
T18.	How will assignment or transfer of control be accomplished? (○*)	Sale or other transfer or assignment of stock * See Section II.C
T19.	This assignment of authorization or transfer of control of licensee is $\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \$) <u>V</u> oluntary <u>I</u> nvoluntary
T20.	Will this be a <u>pro forma</u> assignment or transfer of control? (N)	<u>N</u> o
T21.	Is local or state authorization required for this assignment or transfer of control ** Applicant will obta	? (**) Yes No in all requisite state/local approvals

T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)
				See Exhibit 1
		,		
	~~~			
		<u> </u>		
****				

Stock	Number of Shares			Classification			
Shares to be transferred	T27.	See	Section	II.C	T28. See	Section	II.C
Shares issued and outstanding	T29.	See	Section			Section	
Shares authorized	T31.	See	Section	II.C	T32. See	Section	II.C

#### **ASSIGNEE OR TRANSFEREE**

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D	T34. Voice	Telephone Number
New Shareholders of Arch Communications Group, Inc.	(508) 8	398-0962
T35. Assumed Name Used for Doing Business (if any)	T36. Fax Te	lephone Number
1800 West Park Drive, Suite 250	(508) 8	398-1953
T37. Mailing Street Address or P.O. Box		
T38. City	T39. State	T40. Zip Code
Westborough	MA	01581

### **NEW LICENSEE INFORMATION**

T41. Legal Name of Licensee		T42. Voice T	elephone Number
Arch Connecticut Valley, Inc.		(508) 8	370-6700
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Tel	ephone Number
		(508) 8	370-2760
T45. Mailing Street Address or P.O. Box			
1800 West Park Drive, Suite 250			
T46. City		T47. State	T48. Zip Code
Westborough		MA	01581
T49. Taxpayer Identification Number	T50. Internet or e-mail address		
04-2944388			

T51.	Is the assignee or transferee a foreign government or the representative of any foreign government?	(N	)	У́еѕ	<u>N</u> o
T52.	Is the assignee or transferee an alien or the representative of an alien?	( N	)	Yes	<u>N</u> o
T53.	Is the assignee or transferee a corporation organized under the laws of any foreign government?	( N	)	<u>Y</u> es	<u>N</u> o
T54.	Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N	)	<u>Y</u> es	<u>N</u> o
T55.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?  • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N	)	<u>Y</u> es	<u>N</u> o

	BASIC QUALIFICATI	ONS				
<b>1</b> 56.	Has the assignor or transferor, assignee or transferee, or any party to this application had license or construction permit revoked or had any application for an initial, modifical authorization, license, construction permit denied by the Commission?		tion	,	Yes tion	<u>N</u> o II.B
<b>757</b> .	Has the assignor or transferor, assignee or transferee, or any party to this application, controlling the assignor or transferor, assignee or transferee, or any party to this applicatio by any state or federal court?	• • •	ectly (N		<u>Y</u> es	
<b>T</b> 58.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communicat control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any of competition?	, or any party to this applicat tion, directly or indirectly, thro	ion, $(N)$	)	<u>Y</u> es	<u>N</u> o
T59.	Is the assignor or transferor, assignee or transferee, or any party to this application, or controlling the assignor or transferor, assignee or transferee, or any party to this applipending matter referred to in the preceding two items?			)	<u>Y</u> es	<u>N</u> o
	ASSIGNOR OR TRANSFEROR	CERTIFICATION	_			
and her ber pos	e ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned until the consent of the Federal Communications Commission has been given; that reof and are incorporated herein as if set out in full in this application; that neither nefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Assession or distribution of a controlled substance and that all statements made in or her knowledge and belief.	at all exhibits attached or re er the assignor or transfer Act of 1988, 21 U.S.C. Secti	eferenced l or is subje on 862, bed	nerein ct to a cause	are a mat a denial c of a conv	terial part of Federal viction for
<b>T6</b> 0.	Typed Name of Person Signing	T61. Title Executive Vice	Preside	ent,		
Pa	ul H. Kuzia	Technology and		,	Affai	rs
T62.	Signature 15/5/		T63. Date	AUG	2 6 199	98

#### ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) $(^{C})$ <u>I</u> ndividual	<u>U</u> nincorporated Association	<b>P</b> artnership	<b>C</b> orporation
T65. Typed Name of Person Signing Paul H. <u>Ku</u> zia	T66. Title Executive Victorial Technology and	e President, d Regulatory	Affairs
T67 Signature		T68 Date	2 6 1998

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

### ARCH CONNECTICUT VALLEY, INC.

In response to Items T22 - T26, Arch Connecticut Valley, Inc. submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

CALL SIGN	RADIO SERVICE	CODE	PART
KCB892	Paging and Radiotelephone Service	CD	22
KCC266	Paging and Radiotelephone Service	CD	22
KCC790	Paging and Radiotelephone Service	CD	22
KCI304	Paging and Radiotelephone Service	CD	22
KDS296	Paging and Radiotelephone Service	CD	22
KNKC725	Paging and Radiotelephone Service	CD	22
KNKC828	Paging and Radiotelephone Service	CD	22
KNKC838	Paging and Radiotelephone Service	CD	22
KNKC861	Paging and Radiotelephone Service	CD	22
KNKC881	Paging and Radiotelephone Service	CD	22
KNKG470	Paging and Radiotelephone Service	CD	22
KNKG471	Paging and Radiotelephone Service	CD	22
KNKG540	Paging and Radiotelephone Service	CD	22
KNKJ292	Paging and Radiotelephone Service	CD	22
KNKJ296	Paging and Radiotelephone Service	CD	22
KNKJ305	Paging and Radiotelephone Service	CD	22
KNKJ989	Paging and Radiotelephone Service	CD	22
KNKK666	Paging and Radiotelephone Service	CD	22
KPD916	Paging and Radiotelephone Service	CD	22
KPE438	Paging and Radiotelephone Service	CD	22
KUC920	Paging and Radiotelephone Service	CD	22
KUS271	Paging and Radiotelephone Service	CD	22
KWU411	Paging and Radiotelephone Service	CD	22
WXS329	Paging and Radiotelephone Service	CD	22

#### FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3060-0319 Est. Avg. Burden Hours Per Response: 3 Hrs.

FCC Use Only (File Number)

# Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

F	11	N	G	F	E	E
	-	M N			-	_

I	(a) Fee Type Code (b) Fee Multiple		Type Code (b) Fee Multiple (c) Fee Due for Fee Type Code in (a)		FCC Use Only
	See Asso	ciated FCC F	orm 159	\$	

ASSIGNOR OR TRANSFEROR						
T1. Name of Assignor or Transferor	T2. Voice Te	elephone Number				
Existing Shareholders of Arch Communications Group, Inc.	(508) 8	370-6700				
T3. Assumed Name Used for Doing Business (if any)	T4. Fax Tele	ephone Number				
	(508) 8	398-1953				
T5. Mailing Street Address or P.O. Box						
1800 West Park Drive, Suite 250						
T6. City	T7. State	T8. Zip Code				
Westborough	MA	01581				
T9. Name of Contact Representative (if other than Assignor or Transferor)	T10. Voice T	elephone Number				
Kathryn Zachem, Esq.	(202)	783-4141				
T11. Firm or Company Name	T12. Fax Tel	ephone Number				
Wilkinson, Barker, Knauer & Quinn, LLP	(202) 7	783-5851				
T13. Mailing Street Address or P.O. Box						
2300 N Street, N.W., Suite 700		_				
T14. City	T15. State	T16. Zip Code				
Jł	1					

T17.	This application requests ( T ) Assignment of authorization	Consent to Transfer of Control of Licensee
T18.	How will assignment or transfer of control be accomplished? ( ○*)	Sale or other transfer or assignment of stock  * See Section II.C
T19.	This assignment of authorization or transfer of control of licensee is $(\ \ \ \ \ )$	<u>V</u> oluntary <u>I</u> nvoluntary
T20.	Will this be a <u>pro_forma</u> assignment or transfer of control? ( $N$ ) Yes	<u>N</u> o
T21.	Is local or state authorization required for this assignment or transfer of control?	(**) Yes No all requisite state/local approvals

T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)
				See Exhibit 1
			i	

Stock	Number	of Shares	Classification		
Shares to be transferred	T27. See	e Section II.C	T28. See Section II.C		
Shares issued and outstanding	T29. See	e Section II.C	T30. See Section II.C		
Shares authorized	T31. See	e Section II.C	T32. See Section II.C		

#### **ASSIGNEE OR TRANSFEREE**

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D	T34. Voice Telephone Number				
New Shareholders of Arch Communications Group, Inc.	(508) 898-0962				
T35. Assumed Name Used for Doing Business (if any)  T36. Fax Telephone Number					
1800 West Park Drive, Suite 250 (508) 898-1953					
T37. Mailing Street Address or P.O. Box					
T38. City	T39. State	T40. Zip Code			
Westborough	MA	01581			

#### **NEW LICENSEE INFORMATION**

T41. Legal Name of Licensee T42. Voice Telephone Number					
Becker Beeper, Inc.			370-6700		
T43. Assumed Name Used for Doing Business (if any)			T44. Fax Telephone Number		
			370-2760		
T45. Mailing Street Address or P.O. Box					
1800 West Park Drive, Suite 250					
T46. City		T47. State	T48. Zip Code		
Westborough		MA	01581		
T49. Taxpayer Identification Number	T50. Internet or e-mail address				
04-3258520					

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	( N	)	<u>Y</u> es	<u>N</u> o
T52. Is the assignee or transferee an alien or the representative of an alien?	( N	)	<u>Y</u> es	<u>N</u> o
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N	)	<u>Y</u> es	<u>N</u> o
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N	)	<u>Y</u> es	<u>N</u> o
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?  • If "ws" attach exhibit explaining nature and extent of alien or foreign ownership or control	(N	)	<u>Y</u> es	<u>N</u> o

BASIC QUALIFICAT	IONS				
T56. Has the assignor or transferor, assignee or transferee, or any party to this application had license or construction permit revoked or had any application for an initial, modifical authorization, license, construction permit denied by the Commission?		on `	) Sect	Yes ion	<u>N</u> o II.B
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, controlling the assignor or transferor, assignee or transferee, or any party to this application by any state or federal court?			)	<u>Y</u> es	<u>N</u> o
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or ar person directly or indirectly controlling the assignor or transferor, assignee or transfere guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communica control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any competition?	e, or any party to this application at the control of the control	n, gh (N	)	<u>Y</u> es	<u>N</u> o
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, o controlling the assignor or transferor, assignee or transferee, or any party to this apprending matter referred to in the preceding two items?			)	<u>Y</u> es	<u>N</u> o
ASSIGNOR OR TRANSFEROR	CERTIFICATION				
The ASSIGNOR or TRANSFEROR represents that the authorization will not be assign and until the consent of the Federal Communications Commission has been given; the hereof and are incorporated herein as if set out in full in this application; that neith benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse possession or distribution of a controlled substance and that all statements made in his or her knowledge and belief.	nat all exhibits attached or ref er the assignor or transfero Act of 1988, 21 U.S.C. Sectio	erenced · is subje n 862, be	herein a ect to a c cause o	re a mate denial of f a convi	erial part Federal ction for
T60. Typed Name of Person Signing	T61. Title Executive Vice F	resid	ent.		
Paul H. Kuzia	Technology and R			Affai:	rs
T62. Signature	٦	63. Date	Э		
( Starte )		,	AUG 2	6 1998	3
ASSIGNEE OR TRANSFEREE	CERTIFICATION				
The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular fr regulatory power of the United States because of the previous use of the same, we certifies that grant of this assignment or transfer of control would not cause the assign limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligation transferor under the subject authorization(s), unless the Federal Communications allows, except for liability for any act done by, or any right accrued by, or any suitransferor prior to this assignment or transfer of control. Neither the assignee or transfer of benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S distribution of a controlled substance. The undersigned, individually and for the assignerin are true, complete and correct to the best of his or her knowledge and belief,	whether by license or other nee or transferee to be in viola is and abide by all condition is Commission pursuant to a t or proceeding had or com nsferee is subject to a denial S.C. Section 862, because of ignee or transferee, hereby of	vise. The ation of the s impose request menced of Feder f a convi	e assign ne spect ed upon made l against, al bene iction fo	ee or tra rum agg the ass nerein of the ass fits that i er posses	regation ignor or therwise ignor or includes ssion or
T64. The assignee or transferee is a (an) $(^{\mathrm{C}})$ Individual Unincorpo	orated Association Par	tnership	<u>C</u>	orporatio	n
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice P Technology and R	reside egulai	ent,	Affaiı	rs
T67. Signature	Te	8. Date A	UG 2	6 <b>1998</b>	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHA Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENS Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 5)	SE OR CONSTRUCTION I				

### BECKER BEEPER, INC.

In response to Items T22 - T26, Becker Beeper, Inc. submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

CALL SIGN	RADIO SERVICE	CODE	PART
KNLM443	Paging and Radiotelephone Service	CD	22
KOR933	Paging and Radiotelephone Service	CD	22

#### FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3060-0319 Est. Avg. Burden Hours Per Response: 3 Hrs.

FCC Use Only (File Number)

### **Application for Assignment of Authorization** or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

#### **FILING FEE**

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Asso	ciated FCC F	orm 159	\$	

ASSIGNOR OR TRANSFEROR					
T1. Name of Assignor or Transferor	T2. Voice Te	elephone Number			
Existing Shareholders of Arch Communications Group, Inc. (508) 870-67					
T3. Assumed Name Used for Doing Business (if any)	T4. Fax Tele	ephone Number			
	(508) 8	398-1953			
T5. Mailing Street Address or P.O. Box					
1800 West Park Drive, Suite 250					
T6. City	T7. State	T8. Zip Code			
Westborough	MA	01581			
T9. Name of Contact Representative (if other than Assignor or Transferor)  T10. Voice Telephone Number					
Kathryn Zachem, Esq.	(202)	783-4141			
T11. Firm or Company Name	T12. Fax Tel	ephone Number			
Wilkinson, Barker, Knauer & Quinn, LLP	(202)	783-5851			
T13. Mailing Street Address or P.O. Box					
2300 N Street, N.W., Suite 700					
T14. City	T15. State	T16. Zip Code			
	ļ				

T17.	This application requests ( T ) Assignment of authorization	Consent to <u>T</u> ransfer of Control of Licensee
T18.	How will assignment or transfer of control be accomplished? ( ○*)	Sale or other transfer or assignment of stock  * See Section II.C
T19.	This assignment of authorization or transfer of control of licensee is $(\ \ \ \ \ )$	<u>V</u> oluntary <u>I</u> nvoluntary
T20.	Will this be a <u>pro_forma</u> assignment or transfer of control? ( $N$ ) Yes	Йo
T21.	Is local or state authorization required for this assignment or transfer of control?  ** Applicant will obtain	( **) Yes No all requisite state/local approvals

T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)
Oan Sign	OCI VICE	Oran	O D Call 1 O C	
				See Exhibit 1
	·			

Stock		Number of Shares		Classification		
Shares to be transferred	T27. S	ee Section	II.C	T28. See Section II.C		
Shares issued and outstanding	T29. S	ee Section	II.C	T30. See Section II.C		
Shares authorized	T31.	ee Section	II.C	T32. See Section II.C		

#### **ASSIGNEE OR TRANSFEREE**

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D	T34. Voice T	Telephone Number			
New Shareholders of Arch Communications Group, Inc.	(508) 898-0962				
T35. Assumed Name Used for Doing Business (if any)	T36. Fax Telephone Number				
1800 West Park Drive, Suite 250	(508) 898-1953				
T37. Mailing Street Address or P.O. Box					
T38. City	T39. State	T40. Zip Code			
Westborough	MA	01581			

### **NEW LICENSEE INFORMATION**

T41. Legal Name of Licensee			T42. Voice Telephone Number		
Cascade Mobile Communications Limited	Partnership	(508) 8	370-6700		
T43. Assumed Name Used for Doing Business (if any)			ephone Number		
		(508) 8	370-2760		
T45. Mailing Street Address or P.O. Box					
1800 West Park Drive, Suite 250					
T46. City		T47. State	T48. Zip Code		
Westborough			01581		
T49. Taxpayer Identification Number 93-1173196	T50. Internet or e-mail address				

T51.	Is the assignee or transferee a foreign government or the representative of any foreign government?	( N	)	<u>Y</u> es	<u>N</u> o
T52.	Is the assignee or transferee an alien or the representative of an alien?	(N	)	<u>Y</u> es	<u>N</u> o
T53.	Is the assignee or transferee a corporation organized under the laws of any foreign government?	( N	)	<u>Y</u> es	<u>N</u> o
T54.	Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N	)	Ύes	<u>N</u> o
T55.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?  • If "yes", attach exhibit explaining nature and extent of alien or foreign countrol.	(N	)	<u>Y</u> es	<u>N</u> o

BASIC QUALIFICAT	IONS				
T56. Has the assignor or transferor, assignee or transferee, or any party to this application had license or construction permit revoked or had any application for an initial, modifical authorization, license, construction permit denied by the Commission?	ad any FCC station authoriza ation or renewal of FCC sta	ition `	,	<u>Y</u> es tion	<u>N</u> o II.B
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, controlling the assignor or transferor, assignee or transferee, or any party to this application by any state or federal court?			I)	<u>Y</u> es	<u>N</u> o
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or an person directly or indirectly controlling the assignor or transferor, assignee or transferor guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communica control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any ocompetition?	e, or any party to this applica ition, directly or indirectly, thro	tion, ( $^{ m N}$	Ι)	<u>Y</u> es	<u>N</u> o
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or controlling the assignor or transferor, assignee or transferee, or any party to this application pending matter referred to in the preceding two items?			J )	<u>Y</u> es	<u>N</u> o
ASSIGNOR OR TRANSFEROR	CERTIFICATION				
The ASSIGNOR or TRANSFEROR represents that the authorization will not be assign and until the consent of the Federal Communications Commission has been given; the hereof and are incorporated herein as if set out in full in this application; that neith benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse possession or distribution of a controlled substance and that all statements made in his or her knowledge and belief.	at all exhibits attached or r er the assignor or transfe Act of 1988, 21 U.S.C. Sect	eferenced or is subj on 862, be	herein a ect to a cause o	are a mate denial of of a convi	erial part f Federal iction for
T60. Typed Name of Person Signing	T61. Title Executive Vice	Presid	ent.		
Paul H. Kuzia	Technology and			Affai	rs
T62. Signature		T63. Dat			
(Told X Xen)			AUG 2	26 199	8
ASSIGNEE OR TRANSFEREE	CERTIFICATION				
The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequilatory power of the United States because of the previous use of the same, we certifies that grant of this assignment or transfer of control would not cause the assign limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligation transferor under the subject authorization(s), unless the Federal Communications allows, except for liability for any act done by, or any right accrued by, or any suit transferor prior to this assignment or transfer of control. Neither the assignee or transfer benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S distribution of a controlled substance. The undersigned, individually and for the assigner are true, complete and correct to the best of his or her knowledge and belief,	whether by license or other nee or transferee to be in vi- s and abide by all condition. Commission pursuant to tor proceeding had or consferee is subject to a deni S.C. Section 862, because ignee or transferee, hereby	rwise. The plation of to ons impose a request mmenced al of Fede of a conv	e assigned assigned assigned to the second assignment of the second assigned assigne	nee or tra trum agg n the ass herein of t, the ass efits that i or posse	ansferee pregation signor or therwise signor or includes ssion or
T64. The assignee or transferee is a (an) ( $^{\rm C}$ ) Individual Unincorpo	orated Association P	artnership	9	Corporation	on
T65. Typed Name of Person Signing Paul H. Kuzia	T66. Title Executive Vice Technology and	Presid Regula	ent, tory	Affai:	rs
T67. Signature		Γ68. Date	AUG 2	6 199	8
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHAL Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENS Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 50	E OR CONSTRUCTION				

#### CASCADE MOBILE COMMUNICATIONS LIMITED PARTNERSHIP

In response to Items T22 - T26, Cascade Mobile Communications Limited Partnership submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

CALL RADIO SERVICE SIGN		CODE	PART
KNKI641	Paging and Radiotelephone Service	CD	22

#### FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3060-0319 Est. Avg. Burden Hours Per Response: 3 Hrs.

FCC Use Only (File Number)

# Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

#### **FILING FEE**

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Asso	ciated FCC F	orm 159	\$	

ASSIGNOR OR TRANSFEROR							
T1. Name of Assignor or Transferor	T2. Voice Te	elephone Number					
Existing Shareholders of Arch Communications Group, Inc.	(508) 8	370-6700					
T3. Assumed Name Used for Doing Business (if any)	T4. Fax Tele	phone Number					
	(508) 8	398-1953					
T5. Mailing Street Address or P.O. Box							
1800 West Park Drive, Suite 250							
T6. City	T7. State	T8. Zip Code					
Westborough	MA	01581					
T9. Name of Contact Representative (if other than Assignor or Transferor)	T10. Voice Telephone Number						
Kathryn Zachem, Esq.	(202) 783-4141						
Red II J. Beenem, Beel.	(202)						
T11. Firm or Company Name	<del>  ``                                  </del>	ephone Number					
	T12. Fax Tel	ephone Number					
T11. Firm or Company Name	T12. Fax Tel						
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP	T12. Fax Tel						
T11. Firm or Company Name Wilkinson, Barker, Knauer & Quinn, LLP T13. Mailing Street Address or P.O. Box	T12. Fax Tel						

T17.	This application requests ( T ) Assignment of authorization	Consent to Transfer of Control of Licensee
T18.	How will assignment or transfer of control be accomplished? ( ○*)	Sale or other transfer or assignment of stock  * See Section II.C
T19.	This assignment of authorization or transfer of control of licensee is $(\ \ \ \ \ )$	<u>V</u> oluntary <u>I</u> nvoluntary
T20.	Will this be a <u>pro_forma</u> assignment or transfer of control? ( $N$ ) Yes	<u>N</u> o
T21.	Is local or state authorization required for this assignment or transfer of control?  ** Applicant will obtain	(**) Yes No all requisite state/local approvals

T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	. T26. Name of Licensee (as appearing in FCC Records)
				See Exhibit 1
		· · · · · · · · · · · · · · · · · · ·		

Stock	Number of Shares			Classification			
Shares to be transferred	T27.	ee Section I	I.C	T28. See Section II.C			
Shares issued and outstanding	T29. Se	e Section I	I.C	T30. See Section II.C			
Shares authorized	T31.	ee Section I	I.C	T32. See Section II.C			

### **ASSIGNEE OR TRANSFEREE**

T33. Name of Assignee or Transferee See also FCC Form 430 at Section VII.D	T34. Voice Telephone Number						
New Shareholders of Arch Communications Group, Inc.	(508) 898-0962						
T35. Assumed Name Used for Doing Business (if any)	T36. Fax Telephone Number						
1800 West Park Drive, Suite 250	(508) 898-1953						
T37. Mailing Street Address or P.O. Box							
T38. City	T39. State	T40. Zip Code					
Westborough	MA	01581					

#### **NEW LICENSEE INFORMATION**

T41. Legal Name of Licensee		T42. Voice Telephone Number			
Kelley's Licensee Corporation		(508) 870-6700			
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number			
		(508) 870-2760			
T45. Mailing Street Address or P.O. Box					
1800 West Park Drive, Suite 250					
T46. City		T47. State	T48. Zip Code		
Westborough		MA	01581		
T49. Taxpayer Identification Number T50. Internet or e-mail address					
33-0598812					

T51.	Is the assignee or transferee a foreign government or the representative of any foreign government?	( N	)	<u>Y</u> es	<u>N</u> o
T52.	Is the assignee or transferee an alien or the representative of an alien?	( N	)	<u>Y</u> es	<u>N</u> o
T53.	Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N	)	<u>Y</u> es	<u>N</u> o
T54.	Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N	)	<u>Y</u> es	<u>N</u> o
T55.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?  • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N	)	<u>Y</u> es	<u>N</u> o

	BASIC QUALIFICATIONS				
	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization icense or construction permit revoked or had any application for an initial, modification or renewal of FCC station		)	<u>Y</u> es	<u>N</u> o
	authorization, license, construction permit denied by the Commission?		Se	ction	II.B
C	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felongly any state or federal court?		)	<u>Y</u> es	<u>N</u> o
, p	clas any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	, (N	)	Yes	<u>N</u> o
c	s the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?		. )	<u>Y</u> es	<u>N</u> o
	ASSIGNOR OR TRANSFEROR CERTIFICATION		_		
and u hered bene poss	ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensum until the consent of the Federal Communications Commission has been given; that all exhibits attached or referon and are incorporated herein as if set out in full in this application; that neither the assignor or transferor in fits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section dession or distribution of a controlled substance and that all statements made in this application are true, communication are true, c	renced l is subje 862, be	herei ect to cause	n are a mate a denial of e of a convi	erial part f Federal iction for
T60 T	voed Name of Person Signing				

Paul H. Kuzia T62. Signature

Executive Vice President, Technology and Regulatory Affairs T63. Date AUG 2 6 1998

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

(C) T64. The assignee or transferee is a (an) Individual Unincorporated Association Partnership Corporation T65. Typed Name of Person Signing T66. Title Executive Vice President, Technology and Regulatory Affairs Paul H. Kuzia T67. Signature T68. Date AUG 2 6 1998

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

### **KELLEY'S LICENSEE CORPORATION**

In response to Items T22 - T26, Kelley's Licensee Corporation submits that it holds authorizations (or has authorizations pending) for call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA).

CALL SIGN			PART	
KOA733	Paging and Radiotelephone Service	CD	22	

#### FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3060-0319 Est, Avg. Burden Hours Per Response: 3 Hrs.

FCC Use Only (File Number)

# **Application for Assignment of Authorization** or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

#### **FILING FEE**

(a) Fee Type Code (b) Fee Multiple		(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See Asso	ciated FCC F	orm 159	\$	

#### **ASSIGNOR OR TRANSFEROR**

ASSIGNOR OR TRANSFEROR				
T1. Name of Assignor or Transferor	T2. Voice Telephone Number			
Existing Shareholders of Arch Communications Group, Inc.	(508) 870-6700			
T3. Assumed Name Used for Doing Business (if any)	T4. Fax Telephone Number			
	(508) 898-1953			
T5. Mailing Street Address or P.O. Box				
1800 West Park Drive, Suite 250				
T6. City	T7. State	T8. Zip Code		
Westborough	MA	01581		
T9. Name of Contact Representative (if other than Assignor or Transferor)  T10. Voice Telephone N				
Kathryn Zachem, Esq.	(202) 783-4141			
T11. Firm or Company Name	T12. Fax Telephone Number			
Wilkinson, Barker, Knauer & Quinn, LLP	(202) 783-5851			
T13. Mailing Street Address or P.O. Box				
2300 N Street, N.W., Suite 700				
T14. City	T15. State	T16. Zip Code		
	1			

T17.	This application requests ( T ) Assignment of authorization	Consent to <u>T</u> ransfer of Control of Licensee
T18.	How will assignment or transfer of control be accomplished? ( ○*)	Sale or other transfer or assignment of stock  * See Section II.C
T19.	This assignment of authorization or transfer of control of licensee is ( v )	<u>V</u> oluntary <u>I</u> nvoluntary
T20.	Will this be a $\underline{\text{pro forma}}$ assignment or transfer of control? ( $N$ ) $\underline{\text{Yes}}$	No
T21.	Is local or state authorization required for this assignment or transfer of control?  ** Applicant will obtain	(**) Yes No all requisite state/local approvals

T22.	T23. Radio	T24. Date of	T25. How	T26. Name of Licensee
Call Sign	Service	Grant	Obtained	(as appearing in FCC Records)
				See Exhibit 1
L	l		<u> </u>	